

EXHIBIT B

**MONTHLY FEE APPLICATIONS OF BRADLEY ARANT BOULT CUMMINGS LLP
ON BEHALF OF THE DEBTORS FOR THE MONTHS OF SEPTEMBER, OCTOBER,
AND NOVEMBER AND FOR DECEMBER 1-17, 2013
(Excluding Invoices Originally Attached to Monthly Fee Applications)**

[See Attached]



Jay Bender
Direct: (205) 521-8645
Fax: (205) 488-6645
jbender@babc.com

November 25, 2013

VIA PRIORITY UPS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Office of the United States Trustee
for the Southern District of New York
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Re: *In re Residential Capital, LLC, et al. (the "Debtors")*
Case No. 12-12020 – Monthly Fee Statement for September 2013

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find the monthly fee statement (the "Statement") of Bradley Arant Boult Cummings LLP, special litigation and compliance counsel for the Debtors ("BABC"), for the period September 1, 2013 through September 30, 2013 (the "Statement Period"). Paper copies of the Statement are being provided to the U.S. Trustee. To the other recipients, we are sending the Statement on disk. If any of you prefer that we send you paper copies of the Statement, let me know and we will send them to you.

The Statement includes BABC's billings on approximately 67 different matters in which BABC is representing the Debtors. As more particularly described in the Third Supplemental Declaration of Robert R. Maddox in support of BABC's employment application [Docket No. 3144] (the "Third Supplemental Declaration"), BABC's alternative billing arrangement with the Debtors expired as of December 31, 2012. Effective as of January 1, 2013, all matters handled by BABC for the Debtors are being billed on an hourly rate basis.

1/2560873.1

November 25, 2013
Page 2

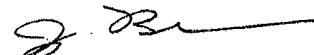
As described in the Third Supplemental Declaration, with respect to any alternative billing arrangement matter for which BABC received the initial \$7,300 up-front payment from the Debtors prior to December 31, 2012, but did not incur \$7,300 of billable time and expenses on such matter through December 31, 2012, BABC agreed that the Debtors would not be liable to pay any fees or reimburse any expenses incurred on or after January 1, 2013 unless and until the sum of the total hourly fees and expenses incurred on such matter from the time such matter was opened exceeds \$7,300. With respect to any matters falling within this description, BABC is maintaining time and expense records for those matters and will provide those records upon request if and when those matters exceed \$7,300 in hourly-rate billings and expenses.

During the pertinent time period, as reflected in the Statement, BABC's fees totaled \$237,553.60 and its expenses totaled \$17,110.46. In the absence of a timely objection, the Debtors shall pay \$207,153.34, consisting of the sum of (a) \$190,042.88, an amount equal to 80% of the fees ($\$190,042.88 = \$237,553.60 \times 0.80$) and (b) 100% of the expenses (\$17,110.46) being requested in the Statement.

Objections to the Statement are due by Monday, December 16, 2013, which is the date that is twenty (20) days after the date of this letter.

If you have questions about the Statement, please do not hesitate to contact me.

Sincerely,



Jay Bender

JRB
Enclosures

cc: Tammy Hamzehpour, Esq. (w/o encl)
Robert Maddox, Esq. (w/o encl)
F. Wendell Allen, Esq. (w/o encl)



Jay Bender
Direct: (205) 521-8645
Fax: (205) 488-6645
jbender@babc.com

February 17, 2014

VIA PRIORITY UPS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Office of the United States Trustee
for the Southern District of New York
201 Varick Street, Suite 1006
New York, NY 10014
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Re: ***In re Residential Capital, LLC, et al. (the "Debtors")***
Case No. 12-12020 – Consolidated Monthly Fee Statement for October 1 through
December 17, 2013

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find the consolidated monthly fee statement (the "Statement") of Bradley Arant Boult Cummings LLP, special litigation and compliance counsel for the Debtors ("BABC"), for the period October 1, 2013 through December 17, 2013 (the "Statement Period").¹ Paper copies of the Statement are being provided to the U.S. Trustee. To the other recipients, we are sending the Statement on disk. If any of you prefer that we send you paper copies of the Statement, let me know and we will send them to you.

¹ BABC has not previously submitted a monthly fee statement for either of the months of October, November, or December (through the Effective Date) of 2013. To simplify the preparation of BABC's fee statement (as well as the parties' review of it) and also to reduce substantially the volume of paper that we submit to the U.S. Trustee and the Bankruptcy Court with respect to our interim compensation request and formal fee application, we have consolidated our requests for the months of October, November, and December (through the Effective Date) into the attached Statement.

February 17, 2014

Page 2

The Statement includes BABC's billings on approximately 102 different matters in which BABC represented the Debtors during the Statement Period. As more particularly described in the Third Supplemental Declaration of Robert R. Maddox in support of BABC's employment application [Docket No. 3144] (the "Third Supplemental Declaration"), BABC's alternative billing arrangement with the Debtors expired as of December 31, 2012. Effective as of January 1, 2013, all matters handled by BABC for the Debtors are being billed on an hourly rate basis.

As described in the Third Supplemental Declaration, with respect to any alternative billing arrangement matter for which BABC received the initial \$7,300 up-front payment from the Debtors prior to December 31, 2012, but did not incur \$7,300 of billable time and expenses on such matter through December 31, 2012, BABC agreed that the Debtors would not be liable to pay any fees or reimburse any expenses incurred on or after January 1, 2013 unless and until the sum of the total hourly fees and expenses incurred on such matter from the time such matter was opened exceeds \$7,300. With respect to any matters falling within this description, BABC is maintaining time and expense records for those matters and will provide those records upon request if and when those matters exceed \$7,300 in hourly-rate billings and expenses.

During the pertinent time period, as reflected in the Statement, BABC's fees totaled \$340,286.00 and its expenses totaled \$16,646.37. In the absence of a timely objection, the Debtors shall pay \$288,875.17, consisting of the sum of (a) an amount equal to 80% of the fees (\$272,228.80 = \$340,286.00 x 0.80) and (b) 100% of the expenses (\$16,646.37) being requested in the Statement.

Objections to the Statement are due by Monday, March 10, 2014, which is the date that is twenty (20) days after the date of this letter.

If you have questions about the Statement, please do not hesitate to contact me.

Sincerely,



Jay Bender

JRB
Enclosures

cc: Tammy Hamzehpour, Esq. (w/o encl)
Robert Maddox, Esq. (w/o encl)
F. Wendell Allen, Esq. (w/o encl)